

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Blackstone Capital Partners VI-Q L.P.</u> (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE (Street) NEW YORK NY 10154 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHESAPEAKE ENERGY CORP [CHK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/01/2021		J ⁽¹⁵⁾ (16)(17)		4,642,228	D	(17)	0	I	See Footnotes ⁽¹⁾⁽⁷⁾⁽⁸⁾⁽¹⁰⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾
Common Stock	11/01/2021		J ⁽¹⁵⁾ (16)(17)		2,563,751	D	(17)	0	I	See Footnotes ⁽²⁾⁽⁷⁾⁽⁸⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾
Common Stock	11/01/2021		J ⁽¹⁵⁾ (16)(17)		4,069,275	D	(17)	0	I	See Footnotes ⁽³⁾⁽⁷⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾
Common Stock	11/01/2021		J ⁽¹⁵⁾ (16)(17)		1,656,957	D	(17)	0	I	See Footnotes ⁽⁴⁾⁽⁷⁾⁽⁹⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾
Common Stock	11/01/2021		J ⁽¹⁵⁾ (16)(17)		59,931	D	(17)	0	I	See Footnotes ⁽⁵⁾⁽⁷⁾⁽⁹⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾
Common Stock	11/01/2021		J ⁽¹⁵⁾ (16)(17)		25,511	D	(17)	0	I	See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁹⁾⁽¹³⁾⁽¹⁴⁾⁽¹⁸⁾⁽¹⁹⁾⁽²⁰⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Blackstone Capital Partners VI-Q L.P.
 (Last) (First) (Middle)
 C/O BLACKSTONE INC.
 345 PARK AVENUE
 (Street)
 NEW YORK NY 10154
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Blackstone Side-by-Side Umbrella Partnership L.P.
 (Last) (First) (Middle)
 C/O BLACKSTONE INC.
 345 PARK AVENUE
 (Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Side-by-Side Umbrella GP L.L.C.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BTAS Q Holdings L.L.C.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Brix Investment LLC](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[B&H Oil & Gas L.L.C.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Energy Partners II Q L.P.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Energy Partners II.F Q L.P.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)	NEW YORK	NY	10154
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>Blackstone Energy Family Investment Partnership II-ESC L.P.</u>			
(Last)	(First)	(Middle)	
C/O BLACKSTONE INC.			
345 PARK AVENUE			
(Street)	NEW YORK	NY	10154
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>BEP II Side-by-Side GP L.L.C.</u>			
(Last)	(First)	(Middle)	
C/O BLACKSTONE INC.			
345 PARK AVENUE			
(Street)	NEW YORK	NY	10154
(City)	(State)	(Zip)	

Explanation of Responses:

- Reflects securities directly held by Vine Investment L.L.C. Vine Oil & Gas Holdings LLC ("Holdings") is the managing member of Vine Investment L.L.C. Holdings is owned by Blackstone Capital Partners VI-Q L.P. ("BCP VI-Q"), Blackstone Energy Partners Q L.P. ("BEP Q"), Blackstone Family Investment Partnership VI-ESC L.P. ("BFIP VI"), Blackstone Energy Family Investment Partnership ESC L.P. ("BEFIP ESC") and Blackstone Energy Family Investment Partnership SMD L.P. ("BEFIP SMD"). The general partner of BEFIP ESC is BEP Side-by-Side GP L.L.C.
- Reflects securities directly held by Vine Investment II LLC. Vine Investment II LLC is owned by Blackstone Capital Partners VI-Q (Pub) L.P. ("BCP VI AIV"), and Blackstone Energy Partners Q (Pub) L.P. ("BEP AIV").
- Reflects securities directly held by Brix Investment L.L.C. Brix Investment L.L.C. is owned by B&H Oil and Gas L.L.C. ("B&H Oil & Gas"). B&H Oil & Gas is owned by BCP VI-Q, BFIP VI, BCP VI SBS Holdings L.L.C. ("BCP VI SBS Holdings"), Blackstone Energy Partners II Q L.P. ("BEP II Q"), Blackstone Energy Partners II.F Q L.P. ("BEP II.F Q"), Blackstone Energy Family Investment Partnership II-ESC L.P. ("BEFIP II-ESC"), Blackstone Energy Family Investment Partnership II SMD L.P. ("BEFIP II SMD"), BEP II SBS Holdings L.L.C. ("BEP II SBS Holdings") and BTAS Q Holdings L.L.C. ("BTAS Q Holdings"). The general partner of BFIP VI is BCP VI Side-by-Side GP L.L.C.
- Reflects securities directly held by Brix Investment II LLC. Brix Investment II LLC is owned by Blackstone Energy Partners II Q (Pub) L.P. ("BEP II AIV"), Blackstone Energy Partners II.F Q (Pub) L.P. ("BEP II.F AIV") and BCP VI AIV.
- Reflects securities of the Issuer held directly by Harvest Investment LLC. Harvest Investment LLC is owned by B&H Oil & Gas. B&H Oil & Gas is owned by BCP VI-Q, BFIP VI, BCP VI SBS Holdings, BEP II Q, BEP II.F Q, BEFIP II-ESC, BEFIP II SMD, BEP II SBS Holdings and BTAS Q Holdings. The general partner of BFIP VI is BCP VI Side-by-Side GP L.L.C. The general partner of BEFIP II-ESC is BEP II Side-by-Side GP L.L.C.
- Reflects securities directly held by Harvest Investment II LLC. Harvest Investment II LLC is owned by BEP II AIV, BEP II.F AIV and BCP VI AIV.
- Blackstone Management Associates VI L.L.C. is the general partner of BCP VI-Q and BCP VI AIV. The sole member of Blackstone Management Associates VI L.L.C. is BMA VI L.L.C.
- Blackstone Energy Management Associates L.L.C. is the general partner of BEP AIV and BEP Q. The sole member of Blackstone Energy Management Associates L.L.C. is Blackstone EMA L.L.C.
- Blackstone Energy Management Associates II L.L.C. is the general partner of BEP II Q, BEP II.F Q, BEP II AIV and BEP II.F AIV. The sole member of Blackstone Energy Management Associates II L.L.C. is Blackstone EMA II L.L.C.
- Blackstone Family GP L.L.C. is the general partner of BEFIP SMD and BEFIP II SMD. Blackstone Family GP L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- Blackstone Side-by-Side Umbrella Partnership L.P. is the sole member of each of BEP II SBS Holdings and BCP VI SBS Holdings. The general partner of Blackstone Side-by-Side Umbrella Partnership L.P. is Blackstone Side-by-Side Umbrella GP L.L.C.
- BTAS Associates L.L.C. is the managing member of BTAS Q Holdings.
- Blackstone Holdings III L.P. is the managing member of each of BMA VI L.L.C., Blackstone EMA L.L.C., BTAS Associates L.L.C. and Blackstone EMA II L.L.C. and the sole member of each of BCP VI Side-by-Side GP L.L.C., BEP Side-by-Side GP L.L.C., BEP II Side-by-Side GP L.L.C. and Blackstone Side-by-Side Umbrella GP L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C.
- Blackstone Inc. is the sole member of Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- On November 1, 2021, pursuant to the Agreement and Plan of Merger dated as of August 10, 2021 (the "merger agreement"), (i) a wholly owned subsidiary of Chesapeake Energy Corporation ("Chesapeake") merged with and into Vine Energy Inc. ("Vine"), with Vine surviving the merger as a wholly owned subsidiary of Chesapeake (the "first merger" and the surviving entity, the "surviving corporation", the time of such first merger being the "effective time"); and (ii) immediately following the first merger, the surviving corporation merged with and into Hannibal Merger Sub LLC, a wholly owned subsidiary of Chesapeake ("Merger Sub LLC"), with Merger Sub LLC surviving the merger as a wholly owned subsidiary of Chesapeake (the "second merger" and, together with the first merger, the "merger").
- (Continued from Footnote 15) Immediately prior to the effective time, each Class B unit representing a limited liability company interest in Vine Energy Holdings LLC (individually, a "Holdings Unit"), and each corresponding share of Vine's Class B common stock, issued and outstanding at such time, was converted into Vine Class A common stock, par value \$0.01 per share ("Class A common stock"), and each Holdings Unit and each corresponding share of Vine Class B common stock was cancelled and ceases to exist. As a result of the merger, each eligible share of Vine Class A common stock issued and outstanding immediately prior to the effective time was converted into the right to receive \$1.20 in cash, without interest (the "Cash Consideration"), and 0.2486 shares of Chesapeake's common stock, par value \$0.01 per share (the "Chesapeake Common Stock", and together with the Cash Consideration, the "merger consideration").
- On November 1, 2021, in connection with the closing of the merger, certain funds affiliated with Blackstone Inc. that received the merger consideration distributed an aggregate of 13,628,066 shares of Chesapeake Common Stock, for no additional consideration, to certain of its members, including 8,798,248 shares transferred to BX Vine Oil & Gas Aggregator L.P. and 4,219,405 shares transferred to BX Vine (PUB) Aggregator L.P.
- Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

Form 2 of 4

[BLACKSTONE SIDE-BY-SIDE UMBRELLA PARTNERSHIP L.P., By:](#) [11/03/2021](#)

Blackstone Side-by-Side Umbrella GP L.L.C., its general partner, By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Manager

BLACKSTONE SIDE-BY-SIDE UMBRELLA GP L.L.C., By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Manager 11/03/2021

BTAS Q HOLDINGS L.L.C., By: BTAS Associates L.L.C., its managing member, By: /s/ Jeffrey C. Iverson, Name: Jeffrey C. Iverson, Title: Managing Director and General Counsel 11/03/2021

BRIX INVESTMENT LLC, By: /s/ Wayne Stoltenberg, Name: Wayne Stoltenberg, Title: Executive Vice President and Chief Financial Officer 11/03/2021

B&H OIL AND GAS L.L.C., By: /s/ Angelo G. Acconcia, Name: Angelo G. Acconcia, Title: President 11/03/2021

BLACKSTONE ENERGY PARTNERS II Q L.P., By: Blackstone Energy Management Associates II L.L.C., its gp, By: Blackstone EMA II L.L.C., sm, By: Blackstone Holdings III L.P., mm, By: Blackstone Holdings III GP Management L.L.C., its indirect gp, By: /s/Tabea Hsi 11/03/2021

BLACKSTONE ENERGY PARTNERS II.F Q L.P. By: Blackstone Energy Management Associates II L.L.C., gp, By: Blackstone EMA II L.L.C., sm, By: Blackstone Holdings III L.P., mm, By: Blackstone Holdings III GP Management L.L.C., its indirect gp, By: /s/ Tabea Hsi 11/03/2021

BLACKSTONE ENERGY FAMILY INVESTMENT PARTNERSHIP II-ESC L.P., By: BEP II Side-by-Side GP L.L.C., gp, By: Blackstone Holdings III L.P., sm, By: Blackstone Holdings III GP L.P., gp, By: Blackstone Holdings III GP Management L.L.C., gp, By: /s/ Tabea Hsi 11/03/2021

BEP II SIDE-BY-SIDE GP L.L.C., By: Blackstone Holdings III L.P., its sm, By: Blackstone Holdings III GP L.P., its gp, By: Blackstone Holdings III GP Management L.L.C., its gp, By: /s/ Tabea Hsi, Name: Tabea Hsi, Title: Senior Managing Director 11/03/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.